

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

PURDUE PHARMA L.P., et al.,

Debtors.¹

Chapter 11

Case No. 19-23649

(Jointly Administered)

**DECLARATION OF THOMAS O. POWELL IN SUPPORT OF APPLICATION
OF DEBTORS FOR AUTHORITY TO RETAIN AND EMPLOY
CORNERSTONE RESEARCH AS CONSULTANTS TO
THE DEBTORS NUNC PRO TUNC TO JANUARY 14, 2020**

I, Thomas O. Powell, hereby declare that the following statements are true and correct to the best of my knowledge after due inquiry as described herein:

1. I am the Associate General Counsel of the consulting firm of Cornerstone Research, Inc. (“Cornerstone”), which maintains offices at 699 Boylston Street, Boston, MA, 02116. I am an attorney admitted to practice law in the State of California. Except as otherwise noted, I have personal knowledge of the matters set forth herein, and if called and sworn as a witness, I could and would testify competently thereto.
2. This Declaration is made in support of the application (the “Application”)² of Purdue Pharma L.P. and certain of its affiliates, as debtors and debtors in possession in the

¹ The Debtors in these cases, along with the last four digits of each Debtor’s registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P., Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF L.P. (0495), SVC Pharma L.P. (5717) and SVC Pharma Inc. (4014). The Debtors’ corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

² Capitalized terms used but otherwise not defined herein shall have the meanings ascribed to such terms in the Application.

above-captioned chapter 11 cases (collectively, the “Debtors”), for authority to retain Cornerstone as the Debtors’ consultants, which is filed contemporaneously herewith.

3. Among other things, Cornerstone will provide the following services to the Debtors during these chapter 11 cases: quantitative analysis regarding the valuation of claims brought against the Debtors by claimants including, but not limited to, hospitals, insurers and other third party payors, ratepayers, personal injury claimants, NAS claimants, governmental claimants, and Native American tribes and other matters as may be determined by Davis Polk and Cornerstone, and, if applicable, any expert being supported by Cornerstone.

4. Cornerstone professionals have experience in delivering consulting services in chapter 11 cases, including, PG&E Corp. and Pacific Gas and Electric Company and Lehman Brothers Holdings Inc. Cornerstone also has extensive experience in delivering similar services outside of a chapter 11 context, including valuing asbestos-related claims on behalf of both manufacturers and insurers, valuing future cancer claims for a conglomerate spinning off a division to ensure that the spinoff has sufficient assets to meet future claims of cancer related liability and valuing future health claims from sports injuries.

Cornerstone’s Disclosure Procedures

5. I, or someone working under my supervision, reviewed any client connections to the Debtors’ chapter 11 cases to determine whether Cornerstone has an adverse interest to the Debtors’ estates. In particular, Cornerstone ran each of the categories listed on Schedule 1 hereto through its firm-wide conflicts system. Cornerstone does not represent, or have any other connection with, any of the parties within the categories listed on Schedule 1, subject to the disclosures set forth on Schedule 2, which is incorporated herein by reference.

6. I believe that none of the connections disclosed on Schedule 2 have or will affect Cornerstone's representation of the Debtors in matters requiring the Cornerstone Services. None of Cornerstone's representations of these parties comprises a material component of Cornerstone's practice, nor does Cornerstone currently represent any such parties in any matter adverse to the Debtors.

7. In addition to the disclosures on Schedule 2, as a consulting firm employing approximately 530 consultants with a large consulting practice, Cornerstone has previously represented, currently represents, and may in the future represent entities that are claimants or interest holders of the Debtors in matters unrelated to the Debtors' chapter 11 cases. Cornerstone has not, and will not, represent any party besides the Debtors in these chapter 11 cases.

8. To the best of my knowledge, information and belief, neither I, nor any other professional of Cornerstone is related to the bankruptcy judge assigned to the Debtors' chapter 11 cases, any bankruptcy judge for the Southern District of New York, or to any employee of the Office of the United States Trustee for the Southern District of New York.

9. To the extent that the Application is granted, Cornerstone has agreed to waive any and all currently outstanding amounts owed for professional services rendered to the Debtors prior to the Petition Date.

10. Based upon the information available to me, Cornerstone neither represents nor holds an interest adverse to the interests of the Debtors or their estates with respect to the matters on which Cornerstone is to be employed. To the extent Cornerstone discovers any connection with any interested party or enters into any new relationship with any interested party, Cornerstone will promptly supplement its disclosures to the Court.

Cornerstone's Rates and Billing Practices

11. The hourly billing rates for Cornerstone professionals expected to spend significant time on the engagement are set forth below.³

Name	Title	2020 Rate
Sally Woodhouse	Vice President	\$850
Abe Chernin	Vice President	830
Penka Kovacheva	Principal	705
Rezwan Haque	Manager	625
Jamie Lee	Manager	625
Lucia Yanguas	Associate	495
Nolan Russell	Research Associate	410
Kyla King	Senior Analyst	380
Jeffrey McGill	Analyst	345
Robert Miller	Analyst	320
Eric Bazak	Analyst	320
Ruihan Guo	Analyst	320

12. Cornerstone's hourly rates are subject to change from time to time in the regular course of Cornerstone's business. Cornerstone will provide notice to the Debtors, the Office of the United States Trustee and any official committee of unsecured creditors appointed in the Debtors' chapter 11 cases of any change in Cornerstone's hourly rates. Cornerstone will also file a notice of any such change in hourly rates with the Court.

13. In addition to the hourly billing rates set forth herein, Cornerstone customarily charges its clients for all reimbursable expenses incurred, including photocopying charges, messengers, courier mail, overtime, overtime meals, late night transportation, travel, lodging, meal charges for business meetings, postage, printing, transcripts, filing fees, computer research, and similar items. Cornerstone will charge for expenses in a manner and at rates consistent with

³ Cornerstone's hourly rates are subject to change from time to time in the regular course of Cornerstone's business.

charges made generally to its other clients and in accordance with the Bankruptcy Rules, the Local Rules, and any applicable orders of this Court.

14. Neither Cornerstone nor any partner or associate thereof, has received or been promised any compensation for legal services rendered or to be rendered in any capacity in connection with the Debtors' chapter 11 cases, other than as permitted by the Bankruptcy Code. Cornerstone has agreed not to share compensation received in connection with this case with any other person.

15. Cornerstone will apply to the Court for allowance of compensation and reimbursement of expenses incurred after the Petition Date in accordance with General Order M-412 (*Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals*, dated December 21, 2010 (Gonzalez, C.J.)), Administrative Order M-447 (*Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, dated January 29, 2013 (Morris, C.J.)), and the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (collectively, the "**Fee Guidelines**"), the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of the Court

16. In addition, in accordance and in response to the request for additional information set forth in paragraph D.1 of the Fee Guidelines:

- a. Cornerstone did not agree to any variations from, or alternatives to, Cornerstone's customary billing arrangements for this engagement.
- b. None of Cornerstone's professionals included in this engagement varied or will vary their rate based on the geographic location of these chapter 11 bankruptcy cases.

- c. Cornerstone will provide such information as the Debtors request or require for them to prepare and submit budget and staffing plans required under the Fee Guidelines.
- d. Cornerstone will use its best efforts to avoid duplicating services rendered by the Debtors' other retained professionals.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge, and belief.

Executed on this 4th day of May, 2020.



Thomas O. Powell
Associate General Counsel
Cornerstone Research

Schedule 1

Conflicts Categories

- Debtor entities
- Other related entities
- Current directors and officers
- Former directors and officers
- Banks
- Vendors
- Customers
- Government authorities
- Utilities
- Insurers
- Surety issuers
- Equity holders
- Restructuring professionals
- Other consultants and advisors
- Licensing agreement counterparties
- Litigation-related parties
- S.D.N.Y. bankruptcy judges
- Sublessees
- United States Trustee Staff
- Director and officer legal counsel
- Employee indemnity legal counsel
- Plaintiffs' attorneys
- Plaintiffs

Schedule 2

Disclosure to Cornerstone Retention Application

Cornerstone currently represents or has represented the following interested parties and/or such parties' affiliates on various matters wholly unrelated to the Debtors. Cornerstone will not directly represent such parties or any of their affiliates in these chapter 11 cases:

1. A.M.H.
2. Abbott Laboratories
3. ACE American Insurance
4. Agilent Technologies
5. Akin Gump Strauss Hauer & Feld LLP
6. Albertsons
7. Alvogen
8. Amazon.com
9. American Express
10. American United Life
11. Amerisourcebergen
12. Anda
13. Apexus
14. Aptus
15. Ariba
16. Associated Food Stores
17. Astro Chemicals
18. AT&T
19. Attorney General of State of New York
20. Avista
21. Bank of America, N.A.
22. Baptist Hospital Inc.
23. Bard
24. Bates White
25. Bay County
26. BDO
27. Beacon Company
28. Blue Cross and Blue Shield of Louisiana
29. Blue Cross Blue Shield
30. Brenntag
31. Broward County
32. Cardinal Health
33. CaremarkPCS Health, L.L.C.
34. CBRE
35. Cecil Pickett
36. Center Point
37. Century Link
38. CenturyLink
39. Certco
40. Charles River Laboratories
41. Charter Communications Holding Company, LLC
42. Chelan County
43. Chicago Title

- 44. Chubb
- 45. Cigna
- 46. Cintas
- 47. Citibank
- 48. City of Atlanta
- 49. City of Burbank
- 50. City of Chicago
- 51. City of Denver
- 52. City of Detroit
- 53. City of Everett
- 54. City of Flint
- 55. City of Hawthorne
- 56. City of Kansas City
- 57. City of Lafayette
- 58. City of Lakewood
- 59. City of Los Angeles
- 60. City of Miami
- 61. City of New Orleans
- 62. City of New York
- 63. City of Peoria
- 64. City of Providence
- 65. City of San Diego
- 66. City of San Francisco
- 67. City of Vallejo
- 68. City of Westminster
- 69. Clean Harbors
- 70. Cognizant
- 71. Cohen & Milstein
- 72. Comcast
- 73. Comdata
- 74. Commonwealth of Massachusetts
- 75. Commonwealth of PA
- 76. Commonwealth of Pennsylvania
- 77. Commonwealth Virginia
- 78. Con Edison
- 79. Confederated Tribe Warm Springs
- 80. Cornerstone Research
- 81. County of Orange
- 82. County of San Bernardino
- 83. County of San Francisco
- 84. County of San Mateo
- 85. Crystal Rock
- 86. CVS
- 87. Dakota County
- 88. Davis Polk and Wardwell LLP
- 89. Dell

- 90. Deloitte
- 91. Department of Health Services
- 92. Depomed
- 93. Dominion Energy
- 94. Douglas Anderson
- 95. Dow Chemical
- 96. Dow Inc
- 97. Duke Energy
- 98. Duke University
- 99. Earthlink
- 100. East West Bank
- 101. Eisai
- 102. Elsevier
- 103. EMC
- 104. Endurance Assurance
- 105. Ernst & Young
- 106. Evening Star
- 107. Eversource
- 108. Express Scripts
- 109. Factory Mutual
- 110. Fine, Kaplan and Black
- 111. Fisher Scientific
- 112. Florida Agency for Healthcare
- 113. Franchise Tax Board
- 114. Fred Meyer
- 115. Frontier
- 116. Frontier Communications
- 117. FTI
- 118. Gail Cawkwell
- 119. GCI
- 120. Goldman Sachs
- 121. Great American Insurance Company
- 122. Greenlight
- 123. H E Butt
- 124. Harvard Drug
- 125. Harvard Pilgrim
- 126. Hewlett Packard
- 127. HP
- 128. Huntington Beach
- 129. Hy Vee
- 130. IBM
- 131. IHeart Media
- 132. INC Research
- 133. Information Resources
- 134. Insurance Company State of Pennsylvania
- 135. Inventiv

- 136. Iqvia
- 137. Ironshore
- 138. Jefferies Group LLC
- 139. Johnson Controls
- 140. Jones Day
- 141. JP Morgan Chase
- 142. Kaiser
- 143. Kansas City
- 144. Kmart
- 145. K-Mart
- 146. Liberty Insurance
- 147. Liberty Mutual
- 148. Marsh
- 149. Martin County
- 150. Martin Glen
- 151. Matheson Tri Gas
- 152. Matthew Denn
- 153. McDermott Will & Emery
- 154. McKesson
- 155. McKinsey
- 156. McMaster Carr
- 157. Medical Mutual of Ohio
- 158. Medidata Solutions
- 159. Meijer
- 160. Michael Wiles
- 161. Microsoft
- 162. Minnesota Attorney General
- 163. Missouri Attorney General
- 164. Model N
- 165. Morgan Lewis & Bockius LLP
- 166. Morris Dickson
- 167. MSI
- 168. Mylan
- 169. NAPP
- 170. National Grid
- 171. National Union Fire Insurance
- 172. Navajo Nation
- 173. Navitus
- 174. New York State
- 175. News America Marketing
- 176. Nielsen Holding
- 177. Nixon Peabody
- 178. Novation
- 179. Novo Nordisk
- 180. Occidental Chemical Corporation
- 181. Old Republic Insurance

182. Oneida Nation
183. OptumHealth
184. OptumRx
185. Oracle
186. Owens & Minor
187. Paul Weiss
188. PCS
189. Pension Benefit Guaranty
190. People of California
191. Peter Kilmartin
192. Peytons Fountain
193. Pharmaceutical Research Manufacturers America
194. Phrma
195. PJT Partners
196. PPD Development
197. Price Waterhouse
198. PricewaterhouseCoopers
199. Prime Therapeutics
200. ProQuest
201. Publicis
202. Publix
203. Puerto Rico
204. Puerto Rico Secretary of Treasury
205. Purdue Frederick
206. Purdue Pharma
207. Ralphs Grocery
208. RelayHealth
209. Rhode Island Attorney General
210. Rhodes Technologies
211. Ricoh
212. Robert Bosch
213. Robert S Miller
214. Safeway
215. SAP America
216. Sharp
217. Shionogi
218. Siemens
219. Simpson Thacher Bartlett LLP
220. Smith Drug
221. Snohomish County
222. Southeastern Pennsylvania Transportation Authority
223. Specialty Insurance
224. Sprint
225. Standard Insurance
226. State of Alabama
227. State of Alaska

- 228. State of Arizona
- 229. State of Arkansas
- 230. State of California
- 231. State of Connecticut
- 232. State of Delaware
- 233. State of Florida
- 234. State of Georgia
- 235. State of Hawaii
- 236. State of Idaho
- 237. State of Illinois
- 238. State of Indiana
- 239. State of Louisiana
- 240. State of Massachusetts
- 241. State of Michigan
- 242. State of Minnesota
- 243. State of Mississippi
- 244. State of Missouri
- 245. State of Montana
- 246. State of Nevada
- 247. State of New Hampshire
- 248. State of New Jersey
- 249. State of New Mexico
- 250. State of New York
- 251. State of North Carolina
- 252. State of North Dakota
- 253. State of Ohio
- 254. State of Oklahoma
- 255. State of Oregon
- 256. State of Pennsylvania
- 257. State of Rhode Island
- 258. State of South Carolina
- 259. State of South Dakota
- 260. State of Tennessee
- 261. State of Texas
- 262. State of Utah
- 263. State of Vermont
- 264. State of Washington
- 265. State of Wyoming
- 266. State Pennsylvania
- 267. State Virginia
- 268. Steadfast Insurance
- 269. Stericycle
- 270. Suez
- 271. Sun Pharmaceuticals Industries
- 272. Supervalu
- 273. Target

- 274. Tennessee Attorney General
- 275. Teva
- 276. Texas Attorney General
- 277. Time Warner
- 278. Towers Watson
- 279. TrialCard
- 280. Tribune Media
- 281. TricorBraun Inc
- 282. Truven
- 283. Tucson Medical Center
- 284. Turner Construction
- 285. U.S. Bancorp
- 286. UBS Financial Services Inc.
- 287. UBS Group AG
- 288. United Biosource LLC
- 289. United Parcel Service
- 290. United States Department of Justice
- 291. United States Food and Drug Administration
- 292. United States Internal Revenue Service
- 293. United States Treasury
- 294. University of Delaware
- 295. University of Texas
- 296. U.S. Bancorp
- 297. Valassis
- 298. Verizon
- 299. Virginia Attorney General
- 300. Vitacost.com
- 301. Waldorf Astoria
- 302. Walgreen Co
- 303. Walgreens
- 304. Walgreens Boots Alliance
- 305. Walmart
- 306. Washington Post
- 307. Waste Industries
- 308. Wegmans Food Markets
- 309. Wells Fargo & Company
- 310. Westchester Fire Insurance
- 311. Wheels Inc
- 312. WPP
- 313. Yakama Nation
- 314. Yale University
- 315. Zenith Insurance
- 316. Zoom
- 317. ZS
- 318. Zurich American